

B6 Summary (Official Form 6 - Summary) (12/07)

**United States Bankruptcy Court**  
**District of Nevada**

In re **Heritage Land Company, LLC**

Debtor

Case No. **09-14778**Chapter **11**

**SUMMARY OF SCHEDULES - AMENDED**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	<b>Yes</b>	<b>1</b>	<b>0.00</b>		
B - Personal Property	<b>Yes</b>	<b>6</b>	<b>314,157,640.26</b>		
C - Property Claimed as Exempt	<b>No</b>	<b>0</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>1</b>		<b>393,895,340.00</b>	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<b>Yes</b>	<b>2</b>		<b>0.00</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>1</b>		<b>108,066,377.69</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>1</b>			
H - Codebtors	<b>Yes</b>	<b>15</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
J - Current Expenditures of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
Total Number of Sheets of ALL Schedules		<b>27</b>			
Total Assets			<b>314,157,640.26</b>		
Total Liabilities				<b>501,961,717.69</b>	

B6B (Official Form 6B) (12/07)

In re Heritage Land Company, LLCCase No. 09-14778

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Bank of NY Interest Reserve No xxxxxx9238, One Wall Street, New York, NY, 10286	-	282.36
		Mutual of Omaha No. xxxx2151, 2510 S. Maryland Pkwy, Suite A, Las Vegas, NV 89109	-	100,000.00
		Mutual of Omaha Custody Account No. xxxx3006, 2510 S. Maryland Pkwy, Suite A, Las Vegas, NV 89109	-	215,698.53
		Merrill Lynch Investment No. xxx-x7087, 2300 W. Sahara Avenue, Las Vegas, NV 89102	-	57,148.21
		Merrill Lynch Investment No. xxx-x7091, 2300 W. Sahara Avenue, Las Vegas, NV 89102	-	15,093.95
3. Security deposits with public utilities, telephone companies, landlords, and others.		Loan Fees - CSFB	-	6,620,628.47
		Legal Retainer - Gibson Dunn & Crutcher 333 South Grand Avenue, Los Angeles, CA 90071	-	50,000.00
		Legal Retainer - Fabian & Clendenin - PO Box 510210, Salt Lake City UT 84151	-	44,798.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			

Sub-Total > **7,103,649.52**  
(Total of this page)

4 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **Heritage Land Company, LLC**Case No. **09-14778**

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
8. Firearms and sports, photographic, and other hobby equipment.	<b>X</b>			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		<b>See Attachment B9 for details</b>	-	<b>Unknown</b>
10. Annuities. Itemize and name each issuer.	<b>X</b>			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	<b>X</b>			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<b>X</b>			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	<b>X</b>			
14. Interests in partnerships or joint ventures. Itemize.		<b>99% membership interest in Batcave, LP</b>	-	<b>Unknown</b>
		<b>99% membership interest in Chalkline, LP</b>	-	<b>Unknown</b>
		<b>99% membership interest in Glynda, LP</b>	-	<b>Unknown</b>
		<b>99% membership interest in Jackknife, LP</b>	-	<b>Unknown</b>
		<b>99% membership interest in Overflow, LP</b>	-	<b>Unknown</b>
		<b>99% membership interest in Tick, LP</b>	-	<b>Unknown</b>
		<b>99% membership interest in Wallboard, LP</b>	-	<b>Unknown</b>
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	<b>X</b>			
16. Accounts receivable.		<b>Intercompany Receivable - Rhodes Arizona Properties, LLC</b>	-	<b>3,003,003.58</b>
		<b>Intercompany Receivable - Rhodes Homes Arizona, LLC</b>	-	<b>58,384,070.92</b>
Sub-Total > (Total of this page)				<b>61,387,074.50</b>

Sheet **1** of **4** continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Heritage Land Company, LLCCase No. 09-14778

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Intercompany Receivable - Tribes Holdings, LLC	-	4,198,517.84
		Intercompany Receivable - Pinnacle Grading, LLC	-	13,825,757.18
		Intercompany Receivable - Batcave, LP	-	38,217,287.82
		Intercompany Receivable - Chalkline, LP	-	6,572,253.06
		Intercompany Receivable - Elkhorn Investments, Inc.	-	148,398.25
		Intercompany Receivable - Elkhorn Partners, a Nevada Partnership	-	85,312.50
		Intercompany Receivable - Glynda, LP	-	1,319,395.04
		Intercompany Receivable - Jackknife, LP	-	13,572,800.57
		Intercompany Receivable - Jarupa, LLC	-	992,509.46
		Intercompany Receivable - Overflow, LP	-	4,341,999.46
		Intercompany Receivable - Parcel 20, LLC	-	31,077,041.87
		Intercompany Receivable - Rhodes Design and Development Corporation	-	106,037,510.92
		Intercompany Receivable - Rhodes Realty, Inc.	-	1,697,137.50
		Intercompany Receivable - Tuscany Acquisitions, LLC	-	7,190,627.21
		Intercompany Receivable - Tick, LP	-	16,331,476.04
		Intercompany Receivable - Wallboard, LP	-	58,891.52

17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars. **X**

18. Other liquidated debts owed to debtor including tax refunds. Give particulars. **X**

Sub-Total > **245,666,916.24**  
(Total of this page)

Sheet 2 of 4 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Heritage Land Company, LLCCase No. 09-14778

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	<b>X</b>			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<b>X</b>			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	<b>X</b>			
22. Patents, copyrights, and other intellectual property. Give particulars.	<b>X</b>			
23. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</b>			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	<b>X</b>			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>			
26. Boats, motors, and accessories.	<b>X</b>			
27. Aircraft and accessories.	<b>X</b>			
28. Office equipment, furnishings, and supplies.	<b>X</b>			
29. Machinery, fixtures, equipment, and supplies used in business.	<b>X</b>			
30. Inventory.	<b>X</b>			
31. Animals.	<b>X</b>			

Sub-Total > **0.00**  
(Total of this page)

Sheet 3 of 4 continuation sheets attached  
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Heritage Land Company, LLCCase No. 09-14778

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
32. Crops - growing or harvested. Give particulars.	<b>X</b>			
33. Farming equipment and implements.	<b>X</b>			
34. Farm supplies, chemicals, and feed.	<b>X</b>			
35. Other personal property of any kind not already listed. Itemize.	<b>X</b>			

Sheet 4 of 4 continuation sheets attached  
to the Schedule of Personal Property

Sub-Total > **0.00**  
(Total of this page)  
Total > **314,157,640.26**

(Report also on Summary of Schedules)

POLICY TYPE	INS CARRIER	POLICY #	ADDRESS	CITY	STATE	ZIP	LIMIT	INCEPTION DATE	EXPIRATION DATE	Annual (Term) Premium at policy inception
Wrap Up Liability	Lloyds of London	A71635013	Jansen & Hastings Intermediaries, LTD, One American Sq.	London	England	EC3N 2LS	\$2/2/2	10/1/2007	10/1/2010	\$2,287,080.00
Excess Liability- Wrap Up	Ins Co. State of PA	5686492	70 Pine Street	New York	NY	10270	15 XS 2	10/1/2007	10/1/2010	\$1,357,200.00
Excess Liability- Wrap Up	Everest	71R2000227071	477 Martinsville Road, P. O. Box 830	Liberty Corner	NJ	07938-0830	10 XS 17	10/1/2007	10/1/2010	\$323,011.00
Wrap Up Liability - X-It/Tuscany	Gemini	CNGP001211	475 Steamboat Road	Greenwich	CT	6830	\$2/2/2	1/31/2006	1/31/2011	\$1,678,620.00
Excess Liability Wrap Up - X- it/Tuscany	Ins Co. State of PA	42063585	70 Pine Street	New York	NY	10270	8 XS 2	1/31/2006	1/31/2011	\$912,675.00
General Liability	Colony	AR63602581	8720 Stony Point Parkway, Suite 300	Richmond	VA	23235	\$1 /2	10/1/2008	10/1/2009	\$75,515.00
Property/ Contractors Equipment	Hartford	72UUMAH4276	Hartford Plaza	Hartford	CT	06115	VRS	10/1/2008	10/1/2009	\$40,975.00
Auto	Hartford	72UENTR0192	Hartford Plaza	Hartford	CT	06115	\$1,000,000	10/1/2008	10/1/2009	\$96,055.00
Excess Auto	Federal	79840484	Chubb Group of Insurance Companies-15 Mountain View Road	Warren	NJ	7059	\$5 XS 1	10/1/2008	10/1/2009	\$51,600
Builders Risk	Zurich American	BR451252268	Zurich Assurance Company of American	New York	NY	10038	\$1 / 10	11/1/2008	11/1/2009	\$57,765.00
Excess Builders Risk	James River	72885	66641 West Broad Street, Suite 300	Richmond	VA	23230	\$5 XS 10	11/1/2008	11/1/2009	\$16,832.00
Package - Country Clubs	Philadelphia	PHPK360419	One Bala Plaza, Suite 100	Bala Cynwyd	PA	19004	VRS	11/1/2008	11/1/2009	\$58,870
Umbrella Liability - Country Clubs	Philadelphia	PHUM255030	One Bala Plaza, Suite 100	Bala Cynwyd	PA	19004	\$5 XS 1	11/1/2008	11/1/2009	\$4,500
NAG - Professional Liability	Evanston	EO838023	Markel Shand Inc., Ten Parkway North	Deerfield	IL	60015	\$1,000,000	11/26/2008	11/26/2009	\$3,579
Directors & Officers Liability	RSUI Indemnity	NHP631252	945 E. Paces Ferry Rd., Suite 1800	Atlanta	GA	30326	\$5,000,000	11/26/2008	11/26/2009	\$131,250
Notary E&O	Western Surety	68361209	P. O. Box 5077	Sioux Falls	SD	57117-5077	\$25,000	4/20/2008	4/20/2010	\$176
Notary Bond- Hawkings	Western Surety	15073680N	P. O. Box 5077	Sioux Falls	SD	57117-5077	\$10,000	11/29/2007	11/29/2011	\$50
Notary Bond - Harris	Western Surety	15081094N	P. O. Box 5077	Sioux Falls	SD	57117-5077	\$10,000	11/30/2007	11/30/2011	\$50
Notary Bond- Fuller(Walters)	Western Surety	70037061N	P. O. Box 5077	Sioux Falls	SD	57117-5077	\$10,000	1/23/2006	1/23/2010	\$50
Notary Bond- Graham	Western Surety	15151546N	P. O. Box 5077	Sioux Falls	SD	57117-5077	\$10,000	5/16/2006	5/16/2012	\$50
Notary Bond - Hall	Western Surety	70064078N	P. O. Box 5077	Sioux Falls	SD	57117-5077	\$10,000	5/10/2006	5/10/2010	\$50
Notary Bond- Ransom	Western Surety	15129472N	P. O. Box 5077	Sioux Falls	SD	57117-5077	\$10,000	4/4/2006	4/4/2012	\$50

B6D (Official Form 6D) (12/07)

In re **Heritage Land Company, LLC**Case No. **09-14778**

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D, N A T U R E O F L I E N, A N D D E S C R I P T I O N A N D V A L U E O F P R O P E R T Y S U B J E C T T O L I E N	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M W I T H O U T D E D U C T I N G V A L U E O F C O L L A T E R A L	U N S E C U R E D P O R T I O N, I F A N Y
Account No.			<b>Secured Credit Facility</b>					
<b>Credit Suisse Loan Funding LLC As Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011</b>	<b>X</b>	<b>-</b>	<b>Credit Agreement dated as of 11/21/05 for the \$430,000,000 Senior Secured Credit Facility (First Lien)</b>					
			Value \$ <b>Unknown</b>				<b>302,000,000.00</b>	<b>Unknown</b>
Account No.			<b>Secured Credit Facility</b>					
<b>Credit Suisse Loan Funding LLC Wells Fargo, N.A. as Agent and Various Lender Parties Eleven Madison Ave., 9th Floor New York, NY 10011</b>	<b>X</b>	<b>-</b>	<b>Credit Agreement dated as of 11/21/05 for the \$70,000,000 Second Secured Credit Facility (Second Lien)</b>					
			Value \$ <b>0.00</b>				<b>70,700,000.00</b>	<b>70,700,000.00</b>
Account No.			<b>Credit Swap Agreement</b>					
<b>The Credit Suisse International One Cabot Square London E14 4QJ</b>	<b>X</b>	<b>-</b>	<b>Transaction between Credit Suisse International and Heritage Land Company, LLC with Trade Date of December 9, 2005 and CSIN External ID 53095828</b>	<b>X</b>	<b>X</b>			
			Value \$ <b>Unknown</b>				<b>21,195,340.00</b>	<b>Unknown</b>
Account No.								
			Value \$					
Subtotal (Total of this page)							<b>393,895,340.00</b>	<b>70,700,000.00</b>
Total (Report on Summary of Schedules)							<b>393,895,340.00</b>	<b>70,700,000.00</b>

0 continuation sheets attached



B6F (Official Form 6F) (12/07)

In re **Heritage Land Company, LLC**Case No. **09-14778**

Debtor

## AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
Account No.			<b>Intercompany Claim</b>				
<b>C &amp; J Holdings, Inc. 133 Rhodes Ranch Parkway Las Vegas, NV 89148</b>		-					<b>264,480.18</b>
Account No.			<b>Intercompany Claim</b>				
<b>Rhodes Ranch General Partnership 4730 South Fort Apache Suite 300 Las Vegas, NV 89147</b>		-					<b>105,844,409.22</b>
Account No.			<b>Non-Debtor Affiliate Claim</b>				
<b>Sedora Holdings, LLC 4730 S. Fort Apache Suite 300 Las Vegas, NV 89147</b>		-					<b>167,901.86</b>
Account No.			<b>Intercompany Claim</b>				
<b>The Rhodes Companies, LLC 4730 South Fort Apache Suite 300 Las Vegas, NV 89147</b>		-					<b>1,789,586.43</b>
Subtotal (Total of this page)							<b>108,066,377.69</b>
Total (Report on Summary of Schedules)							<b>108,066,377.69</b>

0 continuation sheets attached

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEVADA  
SOUTHERN DIVISION**

**In re: The Rhodes Companies, LLC, et al.,<sup>1</sup>**

**Case No. 09-14814  
(Jointly Administered)**

**Notes and Statement of Limitations and Methodology Regarding the Debtors' Amended Schedules of Assets and Liabilities and Statement of Financial Affairs**

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The above-captioned Debtors (the "Debtors") each submit their respective Amended Schedules of Assets and Liabilities (the "Schedules") and Amended Statement of Financial Affairs (the "Statement") pursuant to 11 U.S.C. § 521 and Federal Rule of Bankruptcy Procedure 1007. The following notes regarding the Statement and Schedules are fully incorporated into and made part of the Statement and Schedules. The previously-filed *Notes and Statement of Limitations and Methodology Regarding the Debtors' Schedules of Assets and Liabilities and Statement of Financial Affairs* are also incorporated herein. These notes collectively comprise an integral part of the Statement and Schedules and should be referred to and considered in connection with any review of the Statement and Schedules. Unless otherwise noted, the financial and other information contained in the Statement and Schedules is derived from the Debtors in accordance with the Debtors' financial reporting and accounting policies and procedures.

**Notes Regarding the Debtors' Statement and Schedules**

Any changes to the schedules are shown as highlighted in yellow on the PDF of the filed version of the Schedules.

Any changes to attachments to the schedules are shown with a blackline of the attachment. In the case of Schedule of Financial Affairs question no. 18 for Heritage Land Company, LLC and The Rhodes Companies, LLC, the attachment was omitted from the original filing and is attached to the amendment.

**Note to Schedule F - Creditors Holding Unsecured Nonpriority Claims**

Amended Schedule F is revised to reflect invoices received through May 31, 2009 for goods or services provided prior to the Petition Date.

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<sup>1</sup> The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20, LLC (Case No. 09-14848); Tuscany Acquisitions IV, LLC (Case No. 09-14849); Tuscany Acquisitions III, LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, L.L.C. (Case No. 09-14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

Additionally, the Debtor has received authority from the Bankruptcy Court through various orders to make payments to certain holders of claims for amounts owed prior to the Petition Date. If those amounts have been paid pursuant to Bankruptcy Court Order through the course of the Debtor's Chapter 11 Case, the Debtor's books and records no longer show any amount owing to the vendor and, accordingly, such vendor's claim may be listed as \$0.00.

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court  
District of Nevada**

In re Heritage Land Company, LLC

Debtor(s)

Case No. 09-14778

Chapter 11

**DECLARATION CONCERNING DEBTOR'S SCHEDULES - AMENDED**

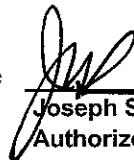
**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the Authorized Agent of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 9 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date

7/1/09

Signature

  
Joseph Schramm  
Authorized Agent

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.